

**UNITED STATES DISTRICT COURT  
DISTRICT OF NEVADA**

HPEV, Inc., a Nevada corporation, )  
Plaintiff, ) Case 2:13-cv-01548-GMN-GWF  
vs. )  
SPIRIT BEAR LIMITED, a Delaware )  
corporation, JAY PALMER, CARRIE )  
ANN DWYER and DONICA HOLT, )  
Defendants. )  
)  
**ORDER ACCEPTING REPORT &**  
**RECOMMENDATION OF MAGISTRATE**  
**JUDGE GEORGE W. FOLEY, JR.**

Before the Court for consideration are the Findings and Recommendations (ECF No. 23) of the Honorable George W. Foley, Jr., United States Magistrate Judge, entered October 1, 2013, regarding the Petition by HPEV, Inc. Director Jay Palmer for Writ to Allow Him to Inspect the Company's Books and Records (ECF No. 11), filed on September 16, 2013. Plaintiff HPEV, Inc. filed its Opposition to the Petition (ECF No. 17) on September 24, 2013, and Petitioner Palmer filed his Reply in Support of the Petition (ECF No. 21) on September 26, 2013. The Court conducted a hearing on the Petition on September 30, 2013.

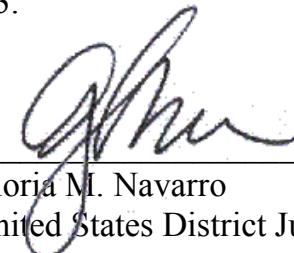
Pursuant to Local Rule IB 3-2(a), objections were due by October 18, 2013. No objections have been filed. In accordance with 28 U.S.C. § 636(b)(1) and Local Rule IB 1-4, the Court has reviewed the record in this case and has determined that Magistrate Judge Foley's Recommendations should be **ACCEPTED**.

**IT IS THEREFORE ORDERED** that the Petition by HPEV, Inc. Director Jay Palmer for Writ to Allow Him to Inspect the Company's Books and Records (ECF No. 11) is hereby **GRANTED**. Mr. Palmer shall be permitted to inspect all books, records, expense reports, agreements, presentations, and documents of any kind regarding (a) all equity or debt issued by

1 HPEV management since January 1, 2013; and (b) all compensation disbursed to HPEV's  
2 executive officers since January 1, 2013, together with an accounting of disbursements.

3 **IT IS FURTHER ORDERED** that no special conditions or limitations shall be imposed  
4 on Mr. Palmer's inspection of HPEV, Inc.'s books and records since he is bound by his fiduciary  
5 duty to HPEV, Inc. in regard to the use of any information obtained as a result of such inspection.

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8 **DATED** this 5th day of November, 2013.

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Gloria M. Navarro  
United States District Judge  
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